

FIRST AMENDMENT

Summary - An ordinance authorizing the execution and delivery of a Lease-Purchase Agreement and related documents and providing other matters relating thereto.

BILL NO. 2009-50 ORDINANCE NO. _____

AN ORDINANCE DESIGNATED BY THE SHORT TITLE "2009 CITY HALL LEASE-PURCHASE AGREEMENT ORDINANCE"; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE-PURCHASE AGREEMENT AND RELATED AGREEMENTS TO EFFECT THE FINANCING OF A NEW CITY HALL; MAKING CERTAIN FINDINGS IN CONNECTION THEREWITH; RATIFYING ACTION PREVIOUSLY TAKEN AND PERTAINING TO THE FOREGOING BY THE CITY AND ITS OFFICERS AND EMPLOYEES; AND PROVIDING OTHER MATTERS RELATING THERETO.

WHEREAS, the City of Las Vegas in the County of Clark and State of Nevada (the "City," the "County" and the "State," respectively) is a political subdivision of the State duly organized and operating as a city under the provisions of Nevada Revised Statutes ("NRS") chapter 268 and an act entitled "AN ACT incorporating the City of Las Vegas in Clark County, Nevada, under a charter; defining the boundaries thereof; and providing other matters properly relating thereto," cited as chapter 517, Statutes of Nevada, 1983, as amended (the "Charter"); and

WHEREAS, the City proposes to incur financing to finance the acquisition, improvement, and equipment of a new City Hall in the City (the "Project"), to be evidenced by a Lease-Purchase Agreement by and between the City, as Lessee, and PQ Las Vegas, LLC, as Lessor (the "Lease-Purchase Agreement") entered into pursuant to Section 2.145 of the Charter and NRS Sections 350.014, 350.087 through 350.095 and 350.800, pursuant to which the City will lease and may purchase the Project; and

WHEREAS, on February 18, 2009, after a notice of intention to act upon the resolution authorizing the Lease-Purchase Agreement was duly published as required by NRS 350.087, the City Council of the City (the "Council") passed the 2009 City Hall Lease-Purchase Agreement Authorization Resolution which authorized the forwarding of information to the Executive Director of the Department of Taxation for his approval; and

WHEREAS, on April 28, 2009, the City received the approval of the Executive Director of the Department of Taxation and pursuant to a resolution adopted by the Council on June 17, 2009, such approval was recorded in the minutes of the Council as required by NRS 350.089; and

WHEREAS, pursuant to a resolution adopted by on January 7, 2009, the Council made a finding that, based on the revenue study presented to the Council, no increase in the rate of ad valorem tax is anticipated to be necessary for the payment of rent under the Lease-Purchase Agreement and requested the approval of the Clark County Debt Management of the City's proposal to execute and deliver the Lease-Purchase Agreement; and

WHEREAS, pursuant to a resolution adopted on February 13, 2009, the Clark County Debt Management Commission approved the City's proposal to execute and deliver the Lease-Purchase Agreement; and

WHEREAS, in order to finance the costs of the Project, there will be executed and delivered Certificates of Participation in the right to receive rentals and other revenues from the City under the Lease-Purchase Agreement (the "Certificates") pursuant to an Indenture of Trust dated as of December 1, 2009 by and between U.S. Bank National Association (the "Trustee") and City (the "Indenture"); and

WHEREAS, in addition to the Indenture and the Lease-Purchase Agreement, there have been filed with the City Clerk forms of the following documents to be executed and delivered in connection with the Certificates: (i) the City Hall Development Agreement dated December 17, 2009 by and between the City and QH Las Vegas, LLC (the "Development Agreement"); (ii) the Sub-Ground Lease dated December 17, 2009 by and between the City and QH Las Vegas, LLC (the "Sub-Ground Lease"); (iii) the Acknowledgment and Recognition Agreement by and among QH Las Vegas, LLC, PQ Las Vegas, LLC, and the City (the "Acknowledgment Agreement"); (iv) the Preliminary Official Statement for the Certificates (the "Preliminary Official Statement"); (v) the Continuing Disclosure Certificate to be executed by the City in connection with the execution and delivery of the Certificates (the "Disclosure Certificate"); (vi) the Certificate Purchase Agreement dated December 2, 2009 (the "Certificate Purchase Agreement") between the City and Stone & Youngberg, LLC, as representative (the "Representative") for itself, Citigroup Global Markets Inc. and Siebert Brandford Shank Co. LLC (collectively, the "Underwriters"); (vii) the Deed of Trust dated December 17, 2009 to be

executed by the City in favor of First American Title Insurance Company for the benefit of the Trustee in its capacity as trustee under the Indenture; and (viii) the Completion Guarantee dated December 17, 2009 to be executed by Forest City Enterprises, Inc. in favor of the City.

**NOW, THEREFORE, THE COUNCIL OF THE CITY OF LAS VEGAS
DOES ORDAIN:**

SECTION 1. Short Title. This Ordinance shall be known and may be cited as the "2009 City Hall Lease-Purchase Agreement Ordinance" (this "Ordinance").

SECTION 2. Ratification. All action heretofore taken by the Council and the officers and employees of the City taken with respect to or related to the Project and toward the execution and delivery of the Lease-Purchase Agreement, the other documents referred to in the recitals hereof, and the Certificates is ratified, approved and confirmed.

SECTION 3. Approval of Documents. The forms of the Lease-Purchase Agreement, Indenture, Development Agreement, Sub-Ground Lease, Acknowledgment Agreement, Disclosure Certificate, Certificate Purchase Agreement, Deed of Trust, and Completion Guarantee which are on file with the City Clerk are hereby approved. The City shall enter into and perform its obligations under the Lease-Purchase Agreement, Indenture, Development Agreement, Sub-Ground Lease, Acknowledgment Agreement, Disclosure Certificate, Certificate Purchase Agreement, and Deed of Trust in substantially the forms of such documents on file with the City Clerk, with only such changes therein as are required by the circumstances and are not inconsistent herewith. The officers of the City are hereby authorized and directed to execute and deliver such documents as required hereby.

SECTION 4. Granting of Security Interest under Deed of Trust. Pursuant to the Deed of Trust, the City will convey to First American Title Insurance Company, for the benefit of the Trustee, as trustee for the owners of the Certificates, a security interest in all of the City's right, title and interest under the Sub-Ground Lease, the fee simple interest in the site of the Project, if any, to be acquired by the City in the future, the fee simple interest in the proposed parking garage to be constructed at 500 S. Main Street, and the parcels upon which such parking garage is to be constructed. Pursuant to NRS 350.800, the Council hereby finds and determines that: (a) granting the security interest in the property identified in Deed of Trust, in addition to the security interest in the Project granted under the Lease-Purchase Agreement and moneys on deposit pursuant to the Indenture, will result in lower financing costs to the City; and (b) the

value of Project, or the moneys on deposit pursuant the Indenture, as the case may be, and the property identified in the Deed of Trust does not, at the time the security interest is granted (i.e., the date of executing and delivery of the Certificates), exceed an amount equal to one and one-half times the value of the Project. Such findings and determinations of values by the Council shall be conclusive in the absence of fraud or gross abuse of discretion.

SECTION 5. Officials Statement. The preparation, electronic posting and distribution of the Official Statement in substantially the form of the Preliminary Official Statement relating to the Bonds is hereby authorized. The City's Director of Finance and Business Services and the City Manager are hereby authorized to approve, on behalf of the City, the Official Statement. The execution of the Official Statement by such persons shall be conclusively deemed to evidence the approval of the form and contents thereof by the City. The City's Director of Finance and Business Services is hereby authorized to designate the Preliminary Official Statement as a "nearly final Official Statement" for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

SECTION 6. Delegated Powers. The officers and employees of the City are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Ordinance, including, without limitation:

A. The printing of the Certificates, including, without limitation, and if appropriate, a statement of insurance, if any;

B. The execution of such certificates as may be reasonably required by the Underwriter and the City's counsel.

C. The assembly and dissemination of financial and other information concerning the City and the Certificates.

SECTION 7. Implied Repealer. All ordinances, resolutions, bylaws and orders, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance, resolutions, bylaw or order, or part hereof, heretofore repealed.

SECTION 8. Publication. When first proposed, this Ordinance must be read to the Council by title, after which an adequate number of copies of this Ordinance must be deposited with the City Clerk for public examination and distribution. Notice of the deposit must be published once in a newspaper, printed, published and having general circulation in the City

at least 10 days before the adoption of the Ordinance, such publication to be in substantially the following form:

(FORM OF PUBLICATION OF NOTICE OF DEPOSIT OF AN ORDINANCE)

BILL NO. _____
ORDINANCE NO. _____

**AN ORDINANCE DESIGNATED BY THE SHORT TITLE
“2009 CITY HALL LEASE-PURCHASE AGREEMENT
ORDINANCE”; AUTHORIZING THE EXECUTION AND
DELIVERY OF A LEASE-PURCHASE AGREEMENT AND
RELATED AGREEMENTS TO EFFECT THE FINANCING
OF A NEW CITY HALL; MAKING CERTAIN FINDINGS
IN CONNECTION THEREWITH; RATIFYING ACTION
PREVIOUSLY TAKEN AND PERTAINING TO THE
FOREGOING BY THE CITY AND ITS OFFICERS AND
EMPLOYEES; AND PROVIDING OTHER MATTERS
RELATING THERETO.**

PUBLIC NOTICE IS HEREBY GIVEN, and that an adequate number of typewritten copies of the above-numbered and entitled proposed Ordinance are available for public inspection and distribution at the office of the City Clerk of the City of Las Vegas, at her office in City Hall, 400 Stewart Avenue, Las Vegas, Nevada, and that such Ordinance was proposed on the November 18, 2009, and will be considered for adoption at the regular meeting of the Council of the City of Las Vegas held on December 2, 2009.

/s/ Beverly K. Bridges, MMC
City Clerk

(End of Form of Publication of Notice of Deposit of An Ordinance)

SECTION 9. Publication After Adoption. After this Ordinance is signed by the Mayor and attested and sealed by the City Clerk, this Ordinance shall be published once by its title only, together with the names of the Councilmembers voting for or against its passage, such publication to be made in the Las Vegas Review-Journal, a newspaper printed, published and having a general circulation in the City, such publication to be in substantially the following form:

(FORM OF PUBLICATION OF ADOPTION OF ORDINANCE)

ORDINANCE NO. ____
(of Las Vegas, Nevada)

**AN ORDINANCE DESIGNATED BY THE SHORT TITLE
“2009 CITY HALL LEASE-PURCHASE AGREEMENT
ORDINANCE”; AUTHORIZING THE EXECUTION AND
DELIVERY OF A LEASE PURCHASE AGREEMENT AND
RELATED AGREEMENTS TO EFFECT THE FINANCING
OF A NEW CITY HALL; MAKING CERTAIN FINDINGS
IN CONNECTION THEREWITH; RATIFYING ACTION
PREVIOUSLY TAKEN AND PERTAINING TO THE
FOREGOING BY THE CITY AND ITS OFFICERS AND
EMPLOYEES; AND PROVIDING OTHER MATTERS
RELATING THERETO.**

PUBLIC NOTICE IS HEREBY GIVEN, and that such Ordinance was proposed
on November 18, 2009, and was passed at the meeting held on December 2, 2009, by the
following vote of the Council:

Those Voting Aye:	Oscar B. Goodman
	Gary Reese
	Steve Wolfson
	Lois Tarkanian
	Steven D. Ross
	Ricki Y. Barlow
	Stavros S. Anthony

Those Voting Nay: _____

Those Absent: _____

This Ordinance shall be in full force and effect from and after the 6th day of
December, 2009, i.e., the day after the publication of such Ordinance by its title only.

IN WITNESS WHEREOF, the Council of the City of Las Vegas, Nevada, has
caused this Ordinance to be published by title only.

DATED this December 2, 2009.

Attest:

/s/ Oscar B. Goodman
Mayor

/s/ Beverly K. Bridges, MMC
City Clerk

(End of Form of Publication)

SECTION 10. Severability. If any section, paragraph, clause or provision of this Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance.

Adopted December 2, 2009.

Oscar B. Goodman, Mayor

Attest:

Beverly K. Bridges, MMC, City Clerk

APPROVED AS TO FORM:

Deputy City Attorney

This Ordinance shall be in full force and effect from and after the 6th day of December, 2009, i.e., the day after the publication of such Ordinance by its title only.

STATE OF NEVADA)
)
COUNTY OF CLARK) ss.
)
CITY OF LAS VEGAS)

I, Beverly K. Bridges, the duly chosen and qualified City Clerk of Las Vegas (the "City"), in the State of Nevada, do hereby certify:

1. The foregoing pages constitute a true, correct, complete and compared copy of an ordinance which was introduced on November 18, 2009 and finally adopted and approved, as amended, on December 2, 2009.

2. The following members of the Council were present at the November 18, 2009 Council meeting:

Mayor:	Oscar B. Goodman
	Gary Reese
	Steve Wolfson
	Lois Tarkanian
	Steven D. Ross
	Ricki Y. Barlow
	Stavros S. Anthony

Those Absent: _____

3. The foregoing Ordinance was first proposed and read by title to the Council on November 18, 2009, and referred to the City Council for consideration on December 2, 2009, which was a regular meeting of said Council; that at said regular meeting, the proposed Ordinance was again read by title to the Council and adopted as amended. The members of the Council were present at the December 2, 2009 meeting and voted upon the adoption of the Ordinance as follows:

Those Voting Aye:	Oscar B. Goodman
	Gary Reese
	Steve Wolfson
	Lois Tarkanian
	Steven D. Ross
	Ricki Y. Barlow
	Stavros S. Anthony

Those Voting Nay: _____
Those Absent: _____

4. The original of the Ordinance has been approved and authenticated by the signatures of the Mayor of the City and myself as Clerk of the City, and sealed with the seal of the City, and has been recorded in the journal of the Council kept for that purpose in my office, which record has been duly signed by such officers and properly sealed.

5. All members of the Council were given due and proper notice of the meetings held on November 18, 2009 and December 2, 2009. Pursuant to NRS 241.020, written notice of the meetings was given no later than 9:00 a.m. on the third working day before the meetings including in the notice the time, place, location, and agenda of the meeting:

(a) By posting a copy of the notice by 9:00 a.m. at least three working days before the meetings at the principal office of the Council, or if there is no principal office, at the building in which the meeting is to be held, on the City's website, and at least three (3) other separate, prominent places within the jurisdiction of the Council, to wit:

- (i) Court Clerk's Office Bulletin Board
City Hall Plaza
Las Vegas, Nevada;
- (ii) City Hall Plaza
Special Outside Posting Bulletin Board
Las Vegas, Nevada;
- (iii) Las Vegas Library
833 Las Vegas Boulevard North
Las Vegas, Nevada;
- (iv) Clark County Government Center
500 S. Grand Central Parkway
Las Vegas, Nevada; and
- (v) Grant Sawyer Building
555 E. Washington Avenue
Las Vegas, Nevada.

and

(b) By mailing a copy of the notice to each person, if any, who has requested notices of meetings of the Council in compliance with NRS 241.020(3)(b) by United States Mail, or if feasible and agreed to by the requestor, by electronic mail.

6. A copy of such notice so given of the meeting of the Council on November 18, 2009 is attached to this certificate as Exhibit A, and a copy of such notice so given of the meeting of the Council on December 2, 2009 is attached to this certificate as Exhibit B.

7. A copy of the affidavit of publication of the notice of deposit of ordinance is attached to this certificate as Exhibit C. A copy of the affidavit of publication of the adoption of the ordinance is attached to this certificate as Exhibit D.

8. Upon request, the governing body provides, at no charge, at least one copy of the agenda for its public meetings, any proposed ordinance or regulation which will be discussed at the public meeting, and any other supporting materials provided to the members of the governing body for an item on the agenda, except for certain confidential materials and materials pertaining to the closed meetings, as provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand on this December ____, 2009.

(SEAL)

City Clerk

EXHIBIT A

(Attach Copy of Notice of November 18, 2009 Meeting)

EXHIBIT B

(Attach Copy of Notice of December 2, 2009 Meeting)

EXHIBIT C

(Attach Affidavit of Publication of Deposit of Ordinance)

EXHIBIT D

(Attach Affidavit of Publication of Adoption of Ordinance)